

OCT 27 '09

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SURFACE TRANSPORTATION BOARD



October 27, 2009

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated October 16, 2009 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (69) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated October 16, 2009 related to sixty-nine (69) railcars bearing reporting marks: JTSX 300225 - 300432, sporadic.

Please file this as a secondary document under Recordation Number 25134-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25134 through 25134-D. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard
Documentation Coordinator

Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of October 16, 2009, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Railroad Equipment Lease dated April 5, 2004, between The David J. Joseph Company, as Lessor, and Marathon Petroleum Company, LLC, as Lessee, as subsequently amended by agreement dated July 28, 2004 (collectively, the "Lease"), for sixty-nine (69) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated August 17, 2004, by and between The David J. Joseph Company ("Seller") and Wells Fargo Equipment Finance, Inc.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of October 16, 2009.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Christine Hayes
Name: Christine Hayes
Title: ASD

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein
Name: Kelly C. Poellein
Title: Vice President Finance, Brokerage

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

On this 23 day of October, 2009, before me the subscriber, Titus James Christianson, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christine Hayes, to me personally known, who stated and acknowledged that he/she is the ASR of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23 day of October, 2009.



Titus James Christianson
(Notary Signature)

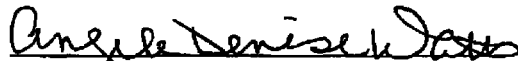
My commission expires:

January 31, 2012

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 16th day of October, 2009 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein, to me personally known, who stated and acknowledged that she is the Vice President Finance, Brokerage of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16th day of October, 2009.


(Notary Signature)

My commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS:

Sixty-nine (69) railcars bearing reporting marks:

JTSX300225
JTSX300226
JTSX300228
JTSX300229
JTSX300231
JTSX300232
JTSX300233
JTSX300234
JTSX300236
JTSX300238
JTSX300239
JTSX300240
JTSX300241
JTSX300242
JTSX300244
JTSX300246
JTSX300247
JTSX300248
JTSX300249
JTSX300251
JTSX300252
JTSX300254
JTSX300255
JTSX300256
JTSX300258
JTSX300259
JTSX300261
JTSX300262
JTSX300263
JTSX300264
JTSX300266
JTSX300267
JTSX300268
JTSX300269
JTSX300272
JTSX300277
JTSX300279
JTSX300284
JTSX300285
JTSX300286
JTSX300288
JTSX300290
JTSX300292
JTSX300295
JTSX300298
JTSX300300
JTSX300301
JTSX300303
JTSX300304
JTSX300305
JTSX300307
JTSX300308
JTSX300310
JTSX300311
JTSX300312
JTSX300313
JTSX300314
JTSX300316
JTSX300318
JTSX300322
JTSX300323

JTSX300324
JTSX300325
JTSX300326
JTSX300328
JTSX300329
JTSX300330
JTSX300336
JTSX300432

LEASE: Railroad Equipment Lease dated April 5, 2004 between The David J. Joseph Company, as Lessor, and Marathon Petroleum Company, LLC, as Lessee, as subsequently (collectively the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated August 17, 2004.